

LIONEL Z. GLANCY (#134180)
MICHAEL GOLDBERG (#188669)
LOUIS N. BOYARSKY (#263379)
GLANCY BINKOW & GOLDBERG LLP
1925 Century Park East, Suite 2100
Los Angeles, California 90067
Telephone: (310) 201-9150
Facsimile: (310) 201-9160
E-mail: lglancy@glancylaw.com
mmgoldberg@glancylaw.com
lboyarsky@glancylaw.com

Counsel for Plaintiff Lawrence Romanek
[Additional Counsel on Signature Page]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

LAWRENCE ROMANECK, Individually and
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

SAFEWAY, INC., ROBERT EDWARDS,
JANET E. GROVE, MOHAN GYANI,
FRANK C. HERRINGER, GEORGE J.
MARROW, KENNETH W. ODER, T. GARY
ROGERS, ARUN SARIN, WILLIAM Y.
TAUSCHER, CERBERUS CAPITAL
MANAGEMENT L.P., AB ACQUISITION
LLC, ALBERSTON'S HOLDINGS LLC,
ALBERTSON'S LLC, and SATURN
ACQUISITION MERGER SUB, INC.,

Defendants.

Case No. 4:14-cv-02015-JSW

CLASS ACTION

**STIPULATION AND ~~PROPOSED~~ ORDER
OF DISMISSAL**

1 Plaintiff Lawrence Romanek ("Plaintiff"), and defendants Safeway Inc., Robert L.
2 Edwards, T. Gary Rogers, William Y. Tauscher, Mohan Gyani, Arun Sarin, Janet E. Grove, Frank
3 C. Herringer, Kenneth W. Oder, George J. Morrow, AB Acquisition LLC, Albertson's Holdings
4 LLC, Albertson's LLC, Saturn Acquisition Merger Sub, Inc., and Cerberus Capital Management
5 L.P. (collectively, "Defendants"), through their respective counsel, hereby stipulate as follows:

6 WHEREAS, Plaintiff commenced the above-captioned action by filing its Complaint on
7 May 1, 2014;

8
9 WHEREAS, a related action was filed before the Delaware Court of Chancery entitled *In*
10 *re Safeway Inc. Stockholders Litigation*, Consolidated C.A. No. 9445-VCL (the "Delaware
11 Action");

12 WHEREAS, the parties to the Delaware Action reached an agreement in principle to
13 resolve the Delaware Action and signed a Memorandum of Understanding on June 13, 2014 (the
14 "Delaware Settlement");

15 WHEREAS, Plaintiff reviewed the terms of the Delaware Settlement and agrees that the
16 results obtained are beneficial to the proposed class of Safeway shareholders;

17
18 WHEREAS, Plaintiff reached an agreement with the plaintiffs in Delaware whereby
19 Plaintiff will participate in the Delaware Settlement and submit the question of the fees to which
20 they may be entitled to the exclusive jurisdiction of the Delaware Chancery Court, under the
21 Stipulation of Settlement submitted therein, and whereby this action would be stayed pending the
22 entry of an order granting final approval of the Delaware Settlement;

23
24 WHEREAS, pursuant to the parties' stipulation, on July 8, 2014 this Court agreed to stay
25 further proceedings in this Action.

26 WHEREAS, on Wednesday, September 17, 2014, the Delaware Chancery Court granted
27 final approval of the Delaware Settlement.

1
2 THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and through the
3 parties' respective counsel of record, that the above-captioned action, and each claim for relief
4 asserted therein, shall be dismissed, with prejudice. Each party shall bear their own fees and costs,
5 except as provided by agreement of the parties.

6 IT IS SO STIPULATED

7 Dated: September 25, 2014

LATHAM & WATKINS, LLP
PATRICK E. GIBBS
ALLISON S. DAVIDSON
CARA A. GRAY

10 By: Allison S. Davidson
11 ALLISON S. DAVIDSON

12 140 Scott Drive
13 Menlo Park, CA 94025
14 Telephone: (650) 328-4600
15 Facsimile: (650) 463-2600
patrick.gibbs@lw.com
allison.davidson@lw.com
cara.gray@lw.com

16 *Counsel for defendants Safeway Inc., Robert L.*
17 *Edwards, T. Gary Rogers, William Y.*
18 *Tauscher, Mohan Gyani, Arun Sarin, Janet E.*
Grove, Frank C. Herringer, Kenneth W. Oder,
and George J. Morrow

19 Dated: September 25, 2014

20 DECHERT LLP
21 MATTHEW L. LARRABEE
22 JOSHUA D. N. HESS
23 MARK P. DIPERNA
24 BRIAN C. RAPHEL

25 By: Joshua D.N. Hess
26 JOSHUA D. N. HESS

27 One Bush Street, Suite 1600
28 San Francisco, CA 94104
Telephone: (415) 262-4500
Facsimile: (415) 262-4555
matthew.larrabee@dechert.com
joshua.hess@dechert.com
mark.diperna@dechert.com
brian.raphel@dechert.com

*Counsel for defendants AB Acquisition LLC,
Albertson's Holdings LLC, Albertson's LLC,
and Saturn Acquisition Merger Sub, Inc.*

Dated: September 25, 2014

FOLGER LEVIN LLP
ROGER B. MEAD

By: Roger B. Mead
ROGER B. MEAD

199 Fremont Street, 20th Floor
San Francisco, CA 94105
Telephone: (415) 625-1050
Facsimile: (415) 625-1091

*Counsel for defendant Cerberus Capital
Management L.P.*

Dated: September 25, 2014

GLANCY BINKOW & GOLDBERG LLP
LIONEL Z. GLANCY
MICHAEL GOLDBERG
LOUIS N. GOLDBERG

By: Lionel Z. Glancy
LIONEL Z. GLANCY

1925 Century Park East, Suite 2100
Los Angeles, CA 90067
Telephone: (310) 201-9150
Facsimile: (310) 201-9160
lglancy@glancylaw.com

Counsel for Plaintiff Lawrence Romanek

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: September 26, 2014



THE HONORABLE JEFFREY S. WHITE
United States District Judge